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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8

Amendment to Application or Report Filed
Pursuant to Section 12, 13 or 15(d) of the
Securities Exchange Act of 1934

AMERICAN STANDARD INC.

Amendment No. 1
to Quarterly Report on Form 10-Q
for Three Months Ended March 31, 1992

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Quarterly Report on Form 10Q for the three months ended March 31, 1992 (the Form 10-Q) as set forth below and in the pages attached hereto.

Form 10-Q
Item No.

Item 1. Summary Balance Sheet

Summary Statement of Cash Flows

Notes to Summary Financial Statements

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MAY 22 1992

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A. Item 1, Summary Balance Sheet, page 3, is hereby amended by moving the word "Unaudited" from the March 31, 1992 column to the heading at the top of the page so as to read "Unaudited Summary Balance Sheet." A revised page 3 reflecting this change is attached.

B. Item 1, Summary Statement of Cash Flows, page 4, is hereby amended by removing the sub-total of "Cash provided (used) by operating activities" from both columns and by adding two additional line items at the bottom of the Statement - "Cash and certificates of deposit at beginning of period" and "Cash and certificates of deposit at end of period." A revised page 4 reflecting this change is attached.

C. Item 1, Notes to Financial Statements, page 6, is hereby amended by including "Note 3. Inventories" as a new Note to the Financial Statements. A revised page 6 reflecting this change is attached.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, hereunto duly authorized.

American Standard Inc.
(Registrant)

Date: May 14, 1992

By: _____
G. Ronald Simon
(Vice President and Controller)
(also signing as Principal Accounting Officer)

AMERICAN STANDARD INC. AND SUBSIDIARIES

UNAUDITED SUMMARY BALANCE SHEET
(Dollars in millions)

	March 31, 1992	December 31, 1991
CURRENT ASSETS		
Cash and certificates of deposit	$ 41.3	$ 105.4
Cash in escrow	2.2	2.6
Accounts receivable	543.9	469.3
Inventories	483.6	442.6
Other current assets	35.2	31.0
TOTAL CURRENT ASSETS	1,106.2	1,050.9
FACILITIES, less accumulated depreciation: March 1992 - $292.3; Dec. 1991 - $293.9	833.0	865.3
GOODWILL	1,144.6	1,208.4
OTHER ASSETS	164.7	160.9
	$3,248.5	$3,285.5
CURRENT LIABILITIES		
Short-term borrowings	$ 74.5	$ 63.2
Current maturities of long-term debt	166.2	119.0
Accounts payable	276.1	292.8
Accrued payrolls	110.6	109.6
Other accrued liabilities	253.4	220.2
Taxes on income	30.7	12.7
TOTAL CURRENT LIABILITIES	911.5	817.5
LONG-TERM DEBT	1,908.0	1,998.1
OTHER LIABILITIES	651.8	665.4
TOTAL LIABILITIES	3,471.3	3,481.0
COMMITMENTS AND CONTINGENCIES		
EXCHANGEABLE PREFERRED STOCK	121.2	117.5
STOCKHOLDER'S DEFICIT		
Common stock, 1,000 shares issued and outstanding, $.01 par value	-	-
Capital surplus	219.1	221.9
Accumulated deficit	(497.8)	(484.2)
Foreign currency translation effects	(65.3)	(50.7)
TOTAL STOCKHOLDER'S DEFICIT	(344.0)	(313.0)
	$3,248.5	$3,285.5

See accompanying notes.

AMERICAN STANDARD INC. AND SUBSIDIARIES
SUMMARY STATEMENT OF CASH FLOWS
(Dollars in millions)

	(Unaudited) Three months ended March 31, 1992	1991
Cash provided (used) by operating activities		
Income-related:		
Loss before cumulative effects of changes in accounting methods	$ (13.6)	$ (29.1)
Depreciation	27.4	28.5
Amortization of goodwill	8.1	8.9
Non-cash interest	15.8	13.8
Accrued interest	22.1	21.6
Amortization of debt issuance costs	1.0	1.6
Non-cash stock compensation	6.5	6.8
Changes in working capital invested in operations	(125.4)	(98.0)
Timing differences in funding	1.2	(25.4)
Net cash flow used by operating activities	(56.9)	(61.3)
Investing activities:		
Purchase of property, plant and equipment	(17.3)	(17.2)
Proceeds from disposals of property, plant and equipment	3.0	2.5
	(14.3)	(14.7)
Financing activities:		
Repayment of term loan	-	(25.0)
Use of revolver	8.0	83.0
Net change in short-term debt	6.3	(4.6)
Net change in other long-term debt	(1.5)	(3.0)
Purchase of ASI Holding stock	(2.9)	(1.9)
	9.9	48.5
Decrease in cash and certificates of deposit excluding translation effects	(61.3)	(27.5)
Effect of exchange rate changes on cash and certificates of deposit	(2.8)	(1.3)
Net decrease in cash and certificates of deposit	(64.1)	(28.8)
Cash and certificates of deposit at beginning of period	105.4	61.1
Cash and certificates of deposit at end of period	$ 41.3	$ 32.3

See accompanying notes.

Note 2. Pending Debt Offering

The Company has filed a Registration Statement with the Securities and Exchange Commission proposing to issue $400 million of Senior Notes and Senior Debentures. The proceeds of this offering will be used to pay down long-term debt under the Company's Credit Agreement with various banks. See Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources for more information.

Note 3. Inventories

The components of inventory are as follows:

	March 31, 1992	December 31, 1991
	(Dollars in millions)	
Finished products	$ 255.7	$ 213.8
Products in process	122.2	118.8
Raw materials	105.7	110.0
Inventory at LIFO cost	$ 483.6	$ 442.6

The LIFO carrying cost of inventories reflects purchase accounting adjustments and therefore exceeds current cost.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Introduction

American Standard Inc. was acquired by ASI Holding Corporation ("Holding") a Delaware Corporation on April 27, 1988. As a result of this acquisition, results of operations since that date include purchase price accounting adjustments and reflect a highly leveraged capital structure.

SUMMARY SEGMENT DATA
(Dollars in millions)
(Unaudited)

	Three months ended March 31,	
	1992	1991
SALES:		
Air Conditioning Products (a)	$ 404	$ 406
Plumbing Products	285	257
Transportation Products	212	194
Total sales	$ 901	$ 857
OPERATING INCOME:		
Air Conditioning Products (a)	$ 8	$ 14
Plumbing Products	26	20
Transportation Products	41	33
Total Operating Income	75	67
Financing and corporate items	83	88
Loss before income taxes and cumulative effects of changes in accounting methods	$ (8)	$ (21)

(a) In 1991 the Air Conditioning Products segment included sales of $30 million and operating income of $1 million from Tyler Refrigeration, which was sold in the third quarter of 1991.